Sherman & Howard

3000 FIRST INTERSTATE TOWER NORTH 633 SEVENTEEN 'H STREET DENVER, COLOR, DO 80202

TELEPHONE: 303 297-2900

TELECOPIER: 303 298-0940 454 368

DON H. SHERWOOD

IN SOUTHEAST DENVER Sherman & Howard SUITE 700, STANFORD PLACE 3 4582 SOUTH ULSTER STREET PARKWAY DENVER. COLORADO 80237

TELEPHONE 303 779-9494 TELECOPIER 303 779-8480

IN COLORADO SPRINOS

Sherman & Howard SUITE 500. ALAMO CORPORATE CENTER IO2 SOUTE TEJON COLORADO SPRINGS, COLORADO 80903

> TELEPHONE 303 475-2440 TELECOPIER 303 635-4576

> > IN RENO, NEVADA

Hill Cassas deLipkau and Erwin, P.C. POST OFFICE BOX 2790 RENO, NEVADA 89505

> TELEPHONE 702 323-1801 TELECOPIER 702 348-7250

April 11, 1988

Mr. Ralph T. Skelton, Jr. Gilbert, Whittle, Harrell, Scarlett & Skelton First Federal Plaza- Suite 200 Brunswick, Georgia 31521

Dear Mr. Skelton:

BY TELECOPIER

As I indicated to you on the telephone this afternoon I would co, I have located a copy of the revised Memorandum for Recording which I sent to Mr. Duskin on March 8th. I spoke with Mr. Duskin after my telephone conversation with you, and he tells me that, except for the addition of two lines to facilitate attestation by two witnesses, my revised version was approved by The present whereabouts of the Memorandum, as signed in behalf of Amselco, is uncertain. While efforts are being made to find out where it is, and to get it signed on behalf of Mead and Scott and into your hands prior to the closing, which you anticipate on Thursday, in which case it would be well to record the Memorandum prior to any recording of the exchange documents, I am not certain we will be able to manage that. So I think you can and probably should use the enclosed version of the Memorandum to reflect the existence of the Amselco contract in your exchange documents.

As I learn more, I will keep you timely advised.

Very truly yours,

Don H. Sherwood

DHS/11 encl.

Mr. D. J. Duskin

Mr. Joseph M. Jungkurth

